

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC Anchorage,	Commercial Mobile Radio Service		50.1%
D&E Omnipoint Wireless Joint Venture, L.P. Applicant	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G, L		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC; CIVS PA I, LLC -- CIVS PA II, LLC; D&E Dmnpoint Wireless Joint Venture, L.P. (Applicant) (see Attachment 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VoiceStreamPV/SS PCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		42.86% (control)
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA I, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
CIVS PA III, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Alaska Interstate Construction, LLC 649 W. 54 th Ave., P.O. Box 233769 Anchorage, AK 99523	Construction		40%
(continued next page)			

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1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holders Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM IV PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism		100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction		50%
Alaska Hovercraft Ventures 1029 West 3 rd Ave, Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations		33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distributor		100%
(continued next page)			

Disclosable Interest Holder Information

1) Disclosable Interest

2) Disclosure

Cook

4) Disclosure

5) Type of
(refer to

8) Disclosable
(refer to ins

10) Relationship

Related FCC Regulations

Name and address of
owned by Disclosable Interest
additional share

Cook Inlet/VoiceStream LLC
2525 C Street, Suite 500
Anchorage, Alaska 99503

~~Omnipoint Atlantic City License~~
3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

~~Omnipoint Philadelphia License~~
3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

~~Omnipoint Dover License, LLC~~
3605 132nd Avenue, S.E., Suite 101
Bellevue, Washington 98006

~~Cook Inlet Region of Georgia, Inc.~~

2525 C Street, Suite 500
Anchorage, Alaska 99503

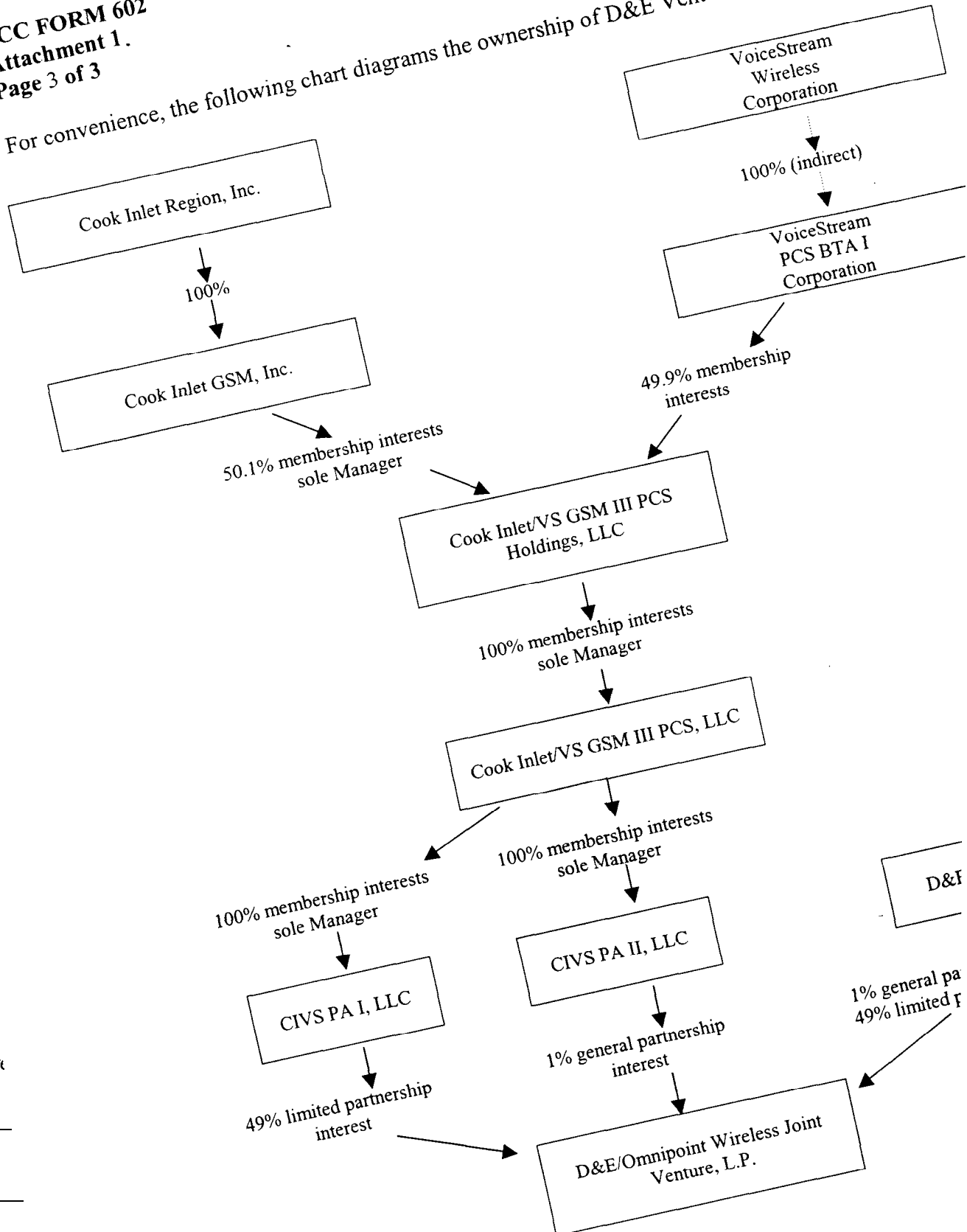
~~Omnipoint Philadelphia-E. Lancaster~~
3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

~~D&E Omnipoint Wireless Joint Venture~~
Applicant

Cook-Inlet/Vs-GSM-V PCS, LLC
2525 C Street, Suite 500
Anchorage, Alaska 99503

FCC FORM 602
Attachment 1.
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For convenience, the following chart diagrams the ownership of D&E Venture described herein:



OWNERSHIP

D&E Omnipoint Wireless Joint Venture, L.P. (“D&E Venture”), submits the following information to describe in more detail the ownership structure of D&E Venture as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

D&E Venture, a Delaware limited partnership, has two general partners and two limited partners.

The first general partner, D&E Wireless Inc. (“D&E Wireless”), holds a 1% general partnership interest in D&E. D&E Wireless is a wholly owned subsidiary of D&E Communications, Inc.

D&E Wireless also holds a 49 percent limited partnership in D&E Venture.

For ownership information related to D&E Wireless and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of D&E Wireless.

The second general partner CIVS PA II, LLC (“CIVS PA II”), a Delaware limited liability company, holds a one percent general partnership interest in D&E Venture.

The second limited partner CIVS PA I, LLC, (“CIVS PA I”), a Delaware limited liability company, holds a 49% limited partner interest in D&E Venture.

The address of D&E Venture is as follows:

3650 131st Avenue, S.E., Suite 200
Bellevue, Washington 98006

Indirect Ownership

CIVS PA II, a general partner in D&E Venture, is a wholly owned subsidiary of Cook Inlet/VS GSM III PCS, LLC (“CIVS III”), a Delaware limited liability company. CIVS PA I, a limited partner in D&E Venture, also is a wholly owned subsidiary of CIVS III. Thus, CIVS III indirectly owns a one percent general partnership interest in D&E Venture and a 49 percent limited partnership interest in D&E Venture.

CIVS III, in turn, is a wholly owned subsidiary of Cook Inlet/VS GSM III PCS Holdings, LLC (“CIVS III Holdings”), a Delaware limited liability company. Thus, CIVS III Holdings has a one percent general partnership interest in D&E Venture and a 49 percent limited partnership interest in D&E Venture.

FCC FORM 602

Attachment 1

Page 2 of 3

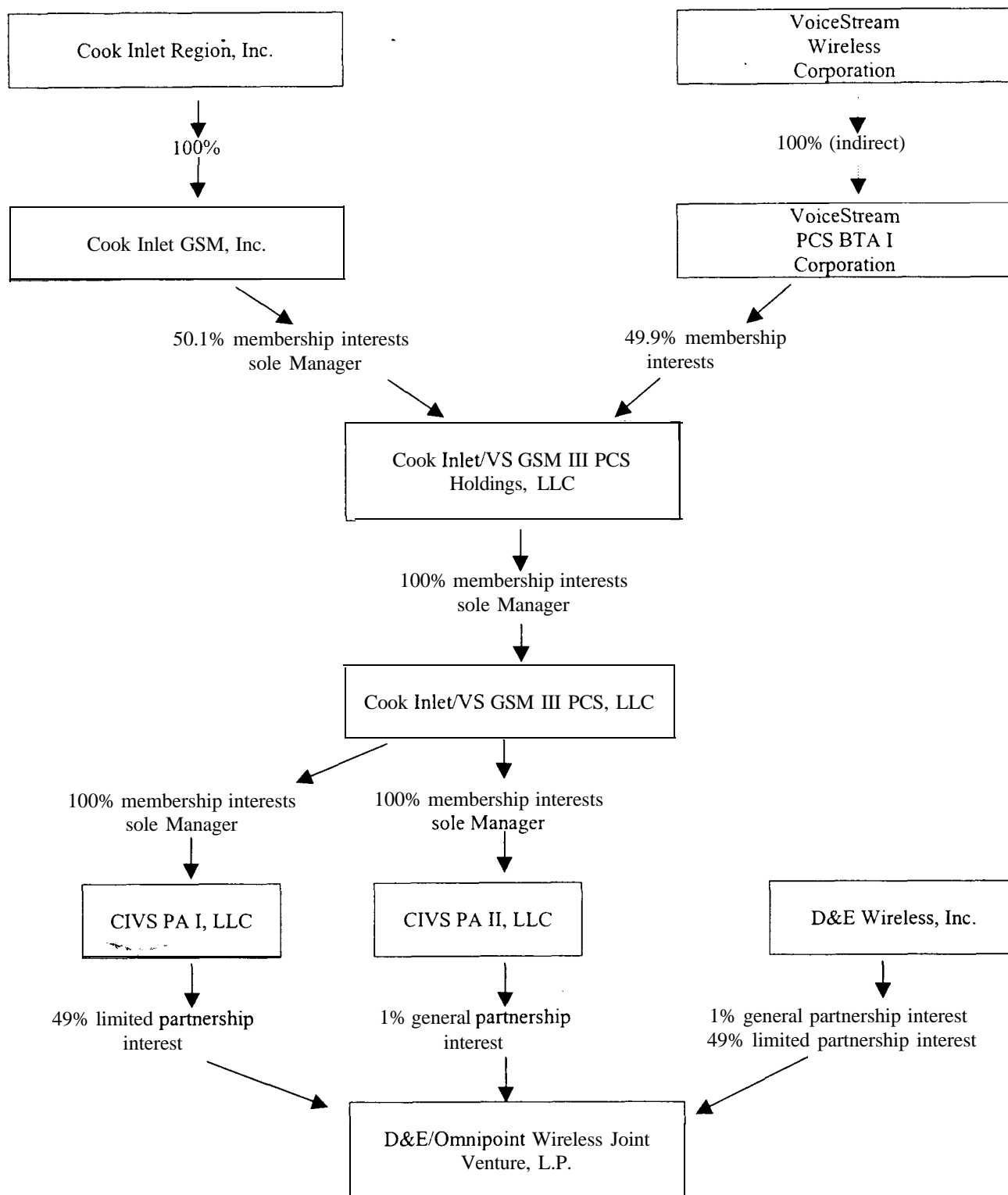
CIVS III Holdings, in turn, has two members. The first, Cook Inlet GSM, Inc. (“CIGSM”), a Delaware corporation, holds 50.1 percent of CIVS III Holdings and one hundred percent of the Class A membership interests in CIVS III Holdings.

CIGSM is, in turn, a wholly owned subsidiary of Cook Inlet Region, Inc. (“CIRI”). CIRI is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.* (the “Act”). No CIRI shareholder holds a 10 percent or greater interest in CIRI or a 10 percent or greater indirect interest in D&E Venture.

The other member of CIVS III Holdings is VoiceStream PCS BTA I Corporation (“VS BTA I”), a Delaware corporation, which in turn is a wholly owned indirect subsidiary of VoiceStream Wireless Corporation (“VoiceStream”), a Delaware corporation. VS BTA I holds 49.9 percent of CIVS III Holdings and one hundred percent of the Class B nonvoting membership interests in CIVS III Holdings.

For ownership information related to VoiceStream and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of VoiceStream.

For convenience, the following chart diagrams the ownership of D&E Venture described herein:



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2) Disclosable Interest Holders Name (if entity): Cook Inlet GSM, Inc.		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, AK 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 – Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC; CIVS PA I, LLC (Applicant) (See Attachment 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA I, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E. Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
(continued on next page)			

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1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet GSM, Inc. (continued)			3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holders Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage Alaska 99503	Commercial Mobile Radio Service		50.1%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue&E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS, LLC; CIVS PA I, LLC; (Applicant) (see Attachment 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
CIVS PA I, LLC Applicant	Commercial Mobile Radio Services		100%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%

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1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS Holdings, LLC		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC; CIVS PA I, LLC (Applicant) (see Attachment 1)			

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IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		100%
CIVS PA I, LLC Applicant	Commercial Mobile Radio Set-vices		100%
CIVS PA III, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
D&E Omnipoint Wireless Joint,Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98806	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%